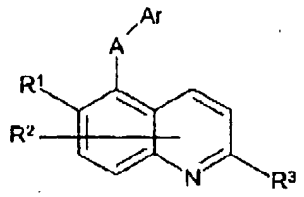
CLAIM LISTING:

1. (Previously presented) A compound selected from the group of compounds represented by Formula I:



wherein:

A is a $-CH_2-$, CH(OH), $-C(O)-$, $-C{=}NOR^4$, NR^5-, $-O-$, $-S-$, $-S(O)$, or $S(O)_2-$,where R^4 is hydrogen or alkyl and R^5 is hydrogen, alkyl, or acyl;

Ar is an optionally-substituted phenyl;

R^1 is cycloalkyl, haloalkyloxy, hydroxyalkyloxy, alkoxyalkyloxy, hydroxy, halo, cyano, or $-OSO_2R^{11}$, where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^2 is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, haloalkyl, heteroalkyl, alkylsulfanyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or $-NR^9R^{10}$ where R^9 and R^{10} are each independently selected from hydrogen, alkyl, and acyl; and R^2 represents substitution at any one of carbons C3, C4, C7 or C8;

R^3 is $-SR^{12}$, $-SOR^{12}$, $-SO_2R^{12}$, or $-SO_2NR^{13}R^{14}$ wherein,

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R^{13} is hydrogen or alkyl, and

R^{14} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl, aryl, or aralkyl; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

2. (Original). A compound of Claim 2 wherein A is –S–.

3. (Previously presented) A compound of Claim 2 wherein

R^1 is alkoxy, hydroxy , halogen or cyano;
R^2 is hydrogen or methyl; and
R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

4. (Original) A compound of Claim 3 wherein Ar is unsubstituted phenyl.

5. (Original) A compound of Claim 3 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

6. (Original) A compound of Claim 3 wherein Ar is a disubstituted phenyl.

7. (Currently amended) A compound of Claim 3 wherein Ar is optionally substituted at one or more positions with a ~~substituent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

8. (Original) A compound of Claim 1 wherein A is –C(O) .

9. (Previously presented) A compound of Claim 8 wherein
R^1 is alkoxy, hydroxy , halogen or cyano;
R^2 is hydrogen or methyl; and
R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

10. (Original) A compound of Claim 9 wherein Ar is unsubstituted phenyl.

11. (Previously presented) A compound of Claim 9 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

12. Canceled

13. (Currently amended) A compound of Claim 9 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

14. (Original) A compound of Claim 1 wherein A is $-CH_2-$.

15. (Previously presented) A compound of Claim 14 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

16. (Original) A compound of Claim 15 wherein Ar is unsubstituted phenyl.

17. (Previously presented) A compound of Claim 15 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

18. Canceled.

19. (Currently amended) A compound of Claim 15 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

20. (Original) A compound of Claim 1 wherein A is $-O-$.

21. (Previously presented) A compound of Claim 20 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

22. (Original) A compound of Claim 21 wherein Ar is unsubstituted phenyl.

23. (Original) A compound of Claim 21 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

24. (Original) A compound of Claim 21 wherein Ar is a disubstituted phenyl.

25. (Currently amended) A compound of Claim 21 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

26. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

27. (Previously presented) A method of treatment of an inflammatory disease, cancer, or pain in a mammal treatable by administration of a selective COX II inhibitor comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1.

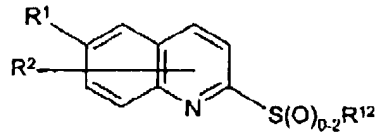
28. (Previously presented) The method of Claim 27, wherein the disease is pain and/or an inflammatory disease selected from myositis, synovitis, arthritis (rheumatoid arthritis and osteoarthritis), gout, back pain, dental pain, pain and inflammation associated with sports injuries, ~~sprains, strains~~, headache, tendonitis, ankylosing spondylitis, and bursitis.

29. (Previously presented) A method of treatment of a ~~disease~~ condition in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is dysmenorrhoea or premature labor. ? is this a disease

30. (Previously presented) A method of treatment of a disease in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is Alzheimer's disease.

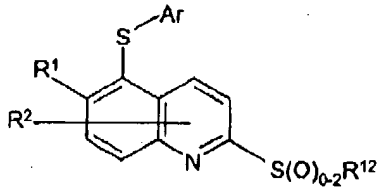
31. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general Formula~~ the formula



wherein R^1, R^2, and R^{12} are as defined in Claim 1,

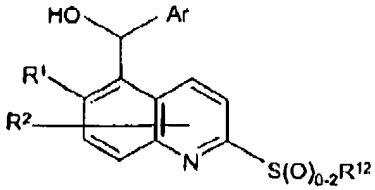
with a compound of ~~general~~ the formula ArSH, to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

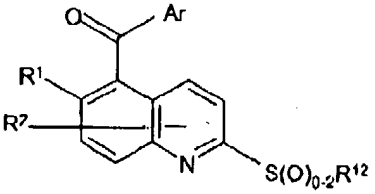
32. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1, R^2, and R^{12}, are as defined in Claim 1,

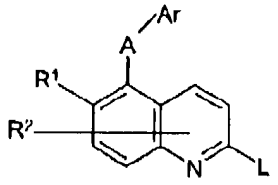
with an oxidizing agent to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

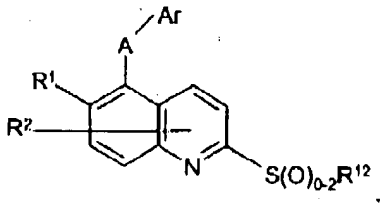
33. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general~~ the formula



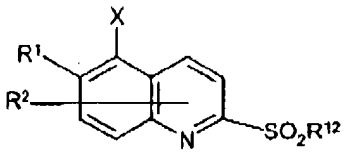
wherein A is [[-NR^5]] $-NR^5-$ or [[-O]] $-O-$, and L is a leaving group ~~such as a halogen group as defined in~~ the specifi~~cation~~,

with a compound of ~~general~~ the formula $NaSR^{12}$, followed by optional oxidation to provide a compound of Formula I:



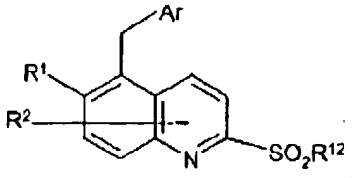
34. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general~~ the formula



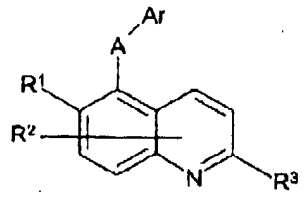
wherein X is a halogen,

with an aralkyl anion compound to provide a compound of Formula I:



CLAIM LISTING:

1. (Previously presented) A compound selected from the group of compounds represented by Formula I:



wherein:

A is a $-CH_2-$, CH(OH), $-C(O)-$, $-C=NOR^4$, NR^5-, $-O-$, $-S-$, $-S(O)$, or $S(O)_2-$,where R^4 is hydrogen or alkyl and R^5 is hydrogen, alkyl, or acyl;

Ar is an optionally-substituted phenyl;

R^1 is cycloalkyl, haloalkyloxy, hydroxyalkyloxy, alkoxyalkyloxy, hydroxy, halo, cyano, or $-OSO_2R^{11}$, where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^2 is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, haloalkyl, heteroalkyl, alkylsulfanyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or $-NR^9R^{10}$ where R^9 and R^{10} are each independently selected from hydrogen, alkyl, and acyl; and R^2 represents substitution at any one of carbons C3, C4, C7 or C8;

R^3 is $-SR^{12}$, $-SOR^{12}$, $-SO_2R^{12}$, or $-SO_2NR^{13}R^{14}$ wherein,

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R^{13} is hydrogen or alkyl, and

R^{14} is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl, aryl, or aralkyl; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

2. (Original). A compound of Claim 2 wherein A is –S–.

3. (Previously presented) A compound of Claim 2 wherein

R^1 is alkoxy, hydroxy , halogen or cyano;
R^2 is hydrogen or methyl; and
R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

4. (Original) A compound of Claim 3 wherein Ar is unsubstituted phenyl.

5. (Original) A compound of Claim 3 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

6. (Original) A compound of Claim 3 wherein Ar is a disubstituted phenyl.

7. (Currently amended) A compound of Claim 3 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

8. (Original) A compound of Claim 1 wherein A is –C(O) .

9. (Previously presented) A compound of Claim 8 wherein
R^1 is alkoxy, hydroxy , halogen or cyano;
R^2 is hydrogen or methyl; and
R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

10. (Original) A compound of Claim 9 wherein Ar is unsubstituted phenyl.

11. (Previously presented) A compound of Claim 9 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

12. Canceled

13. (Currently amended) A compound of Claim 9 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

14. (Original) A compound of Claim 1 wherein A is $-CH_2-$.

15. (Previously presented) A compound of Claim 14 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

16. (Original) A compound of Claim 15 wherein Ar is unsubstituted phenyl.

17. (Previously presented) A compound of Claim 15 wherein Ar is 4-substituted phenyl, 2-substituted phenyl, or disubstituted phenyl.

18. Canceled.

19. (Currently amended) A compound of Claim 15 wherein Ar is optionally substituted at one or more positions with a ~~substitutent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

20. (Original) A compound of Claim 1 wherein A is $-O-$.

21. (Previously presented) A compound of Claim 20 wherein

R^1 is alkoxy, hydroxy, halogen or cyano;

R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

22. (Original) A compound of Claim 21 wherein Ar is unsubstituted phenyl.

23. (Original) A compound of Claim 21 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

24. (Original) A compound of Claim 21 wherein Ar is a disubstituted phenyl.

25. (Currently amended) A compound of Claim 21 wherein Ar is optionally substituted at one or more positions with a ~~substituent~~ substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.

26. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

27. (Previously presented) A method of treatment of an inflammatory disease, cancer, or pain in a mammal treatable by administration of a selective COX II inhibitor comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1.

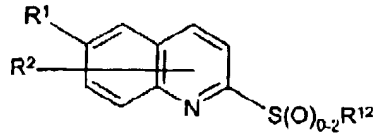
28. (Previously presented) The method of Claim 27, wherein the disease is pain and/or an inflammatory disease selected from myositis, synovitis, arthritis (rheumatoid arthritis and osteoarthritis), gout, back pain, dental pain, pain and inflammation associated with sports injuries, sprains, strains, headache, tendonitis, ankylosing spondylitis, and bursitis.

29. (Previously presented) A method of treatment of a disease in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is dysmenorrhoea or premature labor.

30. (Previously presented) A method of treatment of a disease in a mammal comprising administration to the mammal a therapeutically effective amount of a compound of Claim 1, wherein the disease is Alzheimer's disease.

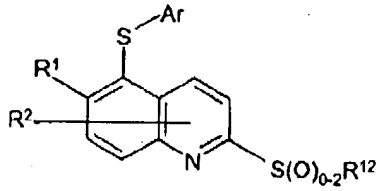
31. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general Formula~~ the formula



wherein R^1, R^2, and R^{12} are as defined in Claim 1,

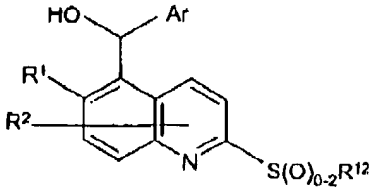
with a compound of ~~general~~ the formula ArSH, to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

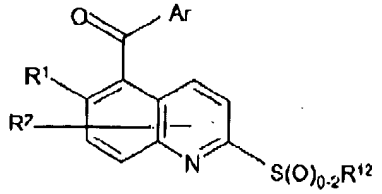
32. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1, R^2, and R^{12}, are as defined in Claim 1,

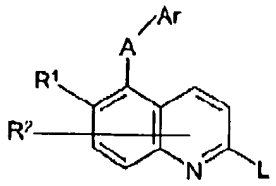
with an oxidizing agent to provide a compound of Formula I:



wherein Ar, R^1, R^2, and R^{12} are as defined in Claim 1.

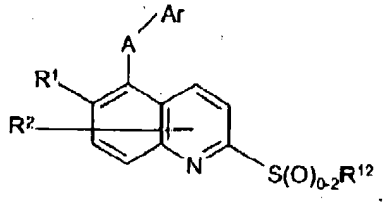
33. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general~~ the formula



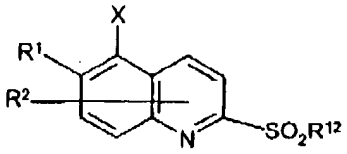
wherein A is [[-NR^5]] -NR^5- or [[-O]] -O- , and L is a leaving group ~~such as a halogen group as defined in~~ the specifi~~cation~~,

with a compound of ~~general~~ the formula $NaSR^{12}$, followed by optional oxidation to provide a compound of Formula I:



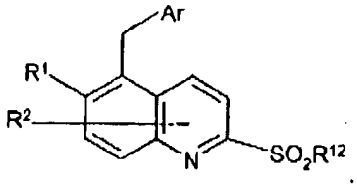
34. (Currently amended) A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of ~~general~~ the formula

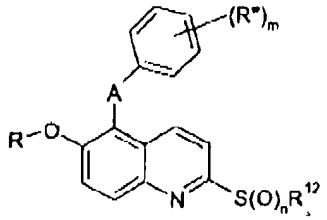


wherein X is a halogen,

with an aralkyl anion compound to provide a compound of Formula I:



35. (Previously presented) A compound having the formula:



wherein:

A is a $-CH_2-$, $-C(O)-$, $-O-$, or $-S-$;

R is hydrogen, alkyl, haloalkyl, or SO_2R^{11} where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R" is at each occurrence independently selected from halo, cyano, nitro, alkyl, hydroxy, alkoxy, amino, acylamino, alkylamino, dialkylamino, haloalkyl, haloalkoxy, and heteroalkyl;

m is 0, 1, 2, 3, or 4; and

n is 1, 2 or 3; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

36. (Previously presented) A compound according to claim 35, or a pharmaceutically-acceptable salt or prodrug thereof, in which:

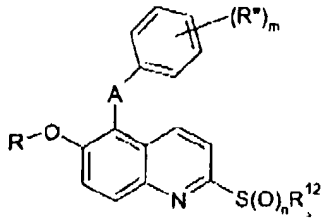
A is S;

R is CH_3;

R" is at each occurrence independently selected from halo, cyano, C_{1-4} alkyl, hydroxy, methoxy, ethoxy, trifluoromethyl, or trifluoromethoxy; and

m is 0, 1, or 2.

35. (Previously presented) A compound having the formula:



wherein:

A is a $-CH_2-$, $-C(O)-$, $-O-$, or $-S-$;

R is hydrogen, alkyl, haloalkyl, or SO_2R^{11} where R^{11} is selected from alkyl, cycloalkyl, and haloalkyl;

R^{12} is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R" is at each occurrence independently selected from halo, cyano, nitro, alkyl, hydroxy, alkoxy, amino, acylamino, alkylamino, dialkylamino, haloalkyl, haloalkoxy, and heteroalkyl;

m is 0, 1, 2, 3, or 4; and

n is 1, 2 or 3; and

prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable salts thereof.

36. (Previously presented) A compound according to claim 35, or a pharmaceutically-acceptable salt or prodrug thereof, in which:

A is S;

R is CH_3;

R" is at each occurrence independently selected from halo, cyano, C_{1-4} alkyl, hydroxy, methoxy, ethoxy, trifluoromethyl, or trifluoromethoxy; and

m is 0, 1, or 2.